



THOMAS D. MARION
TREASURER

VIA FEDERAL EXPRESS

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. 7463 W

FILED

AUG 27 '99.

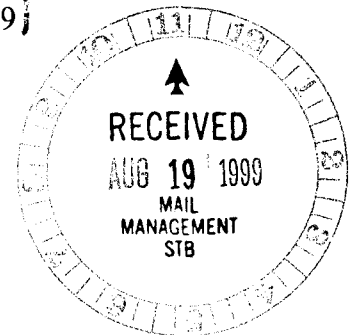
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August 17, 1999

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3842
FAX (312) 984-3855



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) certified copies of the following fully executed document:

Bill of Sale dated as of August 16, 1999.

This is a secondary document, relating to the Lease of Equipment and the Amended Lease of Equipment (No. 2) both dated as of March 1, 1974 (known as TTX Leases 8 and 8A, respectively) between TTX Company (f/k/a Trailer Train Company) and United States Trust Company of New York, as trustee, which were filed and recorded under Recordation Number 7463 (on April 5, 1974 under Recordation Number 7463-D and on December 30, 1974 under Recordation Number 7463-J, respectively).

Parties to this transaction are as follows:

TTX Company (Purchaser)
101 North Wacker Drive
Chicago, Illinois 60606

United States Trust Co. of New York (Seller)
114 West 47th Street
New York, NY 10036

A description of the railroad equipment covered by the enclosed document appears in the Schedule A attached to the document.

Enclosed is our check for \$26.00 to cover filing fees.

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,

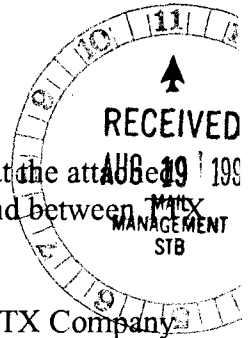
Enclosures

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TTX COMPANY
OFFICER'S CERTIFICATE



I, Thomas D. Marion, Treasurer of TTX Company, DO HEREBY CERTIFY that the attached documents are true and correct copies of the original, executed Bill of Sale, by and between TTX Company and United States Trust Company of New York.

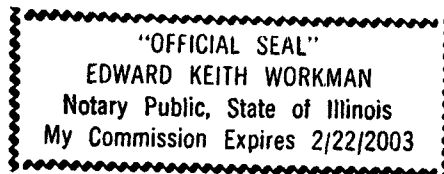
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of TTX Company the 17th day of August, 1999.

Thomas D. Marion
Treasurer

(Corporate Seal)

State of Illinois,)
) SS.:
County of Cook)

On this 17th day of August, 1999, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY and that the seal affixed to this instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors.


Notary Public

(Notarial Seal)

Bill of Sale

United States Trust Company of New York, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement dated as of March 1 1974 (hereinafter called the "Seller"), for valuable consideration paid by TTX Company (hereinafter called the "Purchaser") at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Purchaser, its successors and assigns, the Seller's right, title and interest in the property described in Schedule A attached hereto.

Such grant, bargain, sale, transfer and set over, as set forth hereinabove is pursuant to and in accordance with the provisions, terms and conditions of that certain Equipment Option Agreement dated as of September 29, 1989 (the "Agreement") by and between General Electric Credit Corporation of Tennessee (as successor in interest to General Electric Capital Corporation) ("Owner") and the Purchaser, and the provisions, terms and conditions, including the representations and warranties made therein, of such Agreement are by this reference hereby incorporated herein and made a part of this Bill of Sale.

TO HAVE AND TO HOLD the above described property unto the Purchaser, its successors and assigns, for its and their own use and behalf, forever.

And the Seller hereby warrants unto the Purchaser, its successors and assigns that, as of the date hereof, the Seller has all legal title to the aforesaid property originally conveyed to it in connection with the Leases (as defined in the Agreement) and good and lawful right to dispose of said property.

The Seller further warrants that the aforesaid property is free and clear of all claims, liens, charges, equities, mortgages, security interests and other encumbrances arising by, under or through Seller or Owner, except for liens which Purchaser in its capacity as Lessee has the duty to discharge under the Leases (as defined in the Agreement).

The Seller further covenants for itself, its successors and assigns that it will defend such title against all claims and demands by or in favor of any person claiming by, through, or under the Seller or Owner that arise from events occurring on or prior to the execution of this Bill of Sale, other than such claims, liens, charges, equities, mortgages, security interests and other encumbrances which are the responsibility of the Purchaser in its capacity as Lessee under the Leases (as defined in the Agreement).

THE AFORESAID PROPERTY IS BEING SOLD HEREIN ON AN "AS IS, WHERE IS" BASIS AND "WITH ALL FAULTS." EXCEPT AS SET FORTH HEREIN, THE SELLER MAKES NO WARRANTY, EITHER EXPRESS OR IMPLIED, INCLUDING ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND EXPRESSLY DISCLAIMS LIABILITY FOR LOST PROFIT OR FOR INDIRECT, INCIDENTAL,

CONSEQUENTIAL, OR COMMERCIAL LOSSES AND ALL OTHER
OBLIGATIONS OR LIABILITIES.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be
executed in its name by a duly authorized representative on this 16th day of August
1999.

UNITED STATES TRUST COMPANY
OF NEW YORK

(Not in its individual capacity,
but solely as Owner Trustee)

By: Christine C. Collins

Name: CHRISTINE C. COLLINS
Title: ASSISTANT VICE PRESIDENT

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost</u>
		974782 - 974801 974803 - 974834		
68', 90-ton capacity, hydraulic draft gear, standard level flatcars	Bethlehem	81260 - 81282 81284 - 81287 81290 - 81304 81306 - 81331 81333 - 81340 81342 - 81359	94	3,028,060.54
89'4", 70-ton capacity, standard draft gear, standard level flatcars	Bethlehem	160136 - 160150 160152 - 160179 160181 - 160200 160202 - 160204 160206 - 160214 160216 - 160224 160226 - 160246 160248 - 160256 160258 - 160277 160280 - 160281 160283 - 160304 160306 - 160308 160310 - 160332 160334 - 160340 160342 160344 - 160367 160369 - 160373 160375 - 160376 160378 - 160379 160381 - 160386 160388 - 160408 160411 - 160415 160417 - 160438 160440 160442 - 160501 160503 160505 - 160507 160509 - 160511 160513 160515 - 160516 160518 - 160550 160552 - 160580 160582 - 160584 160586 - 160617 160619 - 160623 160625 - 160639 160641 - 160650	503	12,213,843.85

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TL08 Combined

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<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost</u>
		160652 - 160665 160667 - 160677 160679		
89'4", 70-ton capacity, hydraulic draft gear, low level flatcars	Pullman	803075 - 803076 803078 - 803100 803102 - 803126 803128 - 803130 803132 - 803140 803142 - 803174 803176 - 803209 803211 803213 - 803218 803220 - 803225 803227 - 803274	190	4,502,905.00
89'4", 70-ton capacity, hydraulic draft gear, standard level flatcars	Pullman	973326 - 973333 973335 - 973341 973343 - 973347 973349 - 973375 973377 - 973383 973385 - 973399 973401 973403 - 973448 973450 - 973453 973456 - 973465 973467 - 973484 973486 973488 - 973511 973513 - 973520 973522 - 973525	185	5,070,663.15
89'4", 70-ton capacity, standard level flatcars	Pullman	254784 - 254789 254792 - 254798 254800 - 254808 254811 - 254813 254815 254817 - 254819 254821 - 254834 254836 - 254845 254847 - 254920 254922 - 254934 254936 - 254954 254956 - 254962 254964 - 254987 254989 - 254996 254998 - 255000	325	8,069,357.23

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TL08 Combined

<u>Equipment Type</u>	<u>Builder</u>	<u>Car Numbers</u>	<u>Number of Cars</u>	<u>Original Cost</u>
		255002 - 255018		
		255020 - 255028		
		255030 - 255038		
		255040 - 255049		
		255051 - 255054		
		255056 - 255070		
		255072 - 255125		
		255127		
		255129 - 255133		
60', 70-ton capacity, hydraulic draft gear, standard level flatcars	Thrall	97220 - 97240	227	6,069,447.76
		97243 - 97253		
		97255 - 97277		
		97279 - 97280		
		97282 - 97305		
		97307		
		97309		
		97311 - 97363		
		97365 - 97380		
		97382 - 97385		
		97387 - 97414		
		97416 - 97420		
		97422 - 97429		
		97431 - 97432		
		97434 - 97458		
		97460 - 97462		
			<u>1.928</u>	<u>\$ 49,180,251.27</u>

7/28/99

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